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REGULATORY AUTH.

February 26, 2001

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OFFICE OF THE
EXECUTIVE SECRETARY

K. David Waddell
Executive Secretary
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, TN 37219

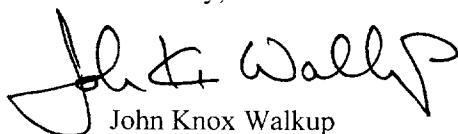
RE: Application of Memphis Networkx, LLC for a Certificate of Public Convenience and Necessity to Provide Intrastate Telecommunication Services and Joint Petition of Memphis Light, Gas & Water Division, a Division of the City of Memphis, Tennessee ("MLGW") and A&L Networks-Tennessee, LLC ("A&L") for Approval of Agreement between MLGW and A&L regarding Joint Ownership of Memphis Networkx, LLC; Docket No. 99-00909 - Motion to Quash Subpoenas Duces Tecum of Ward Huddleston, Larry Thompson, Andrew P. Seamons, and Alex Lowe, Motion for Order that Discovery Depositions Not Be Had and Objection to Taking of Depositions

Dear Mr. Waddell:

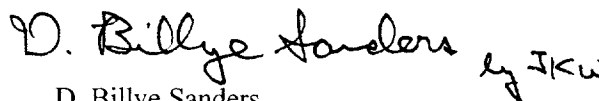
Enclosed please find a an original and the appropriate number of copies of Motion to Quash Subpoenas Duces Tecum of Ward Huddleston, Larry Thompson, Andrew P. Seamons, and Alex Lowe, Motion for Order that Discovery Depositions Not Be Had, and Objection to Taking of Depositions.

Should you have any questions, please do not hesitate to contact me.

Sincerely,



John Knox Walkup
Wyatt, Tarrant & Combs, LLP

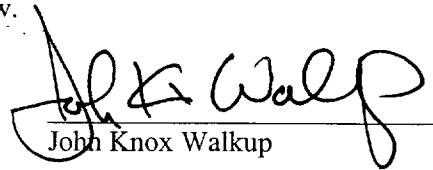


D. Billye Sanders
Waller Lansden Dortch & Davis
A Professional Limited Liability Company

KNW/kms
Enclosures
cc: Parties of Record
Richard Collier, Esq.
Ward Huddleston

CERTIFICATE OF SERVICE

I, John Knox Walkup, hereby certify that on this 26th day of February, 2001,
a true and correct copy of the foregoing was delivered by hand delivery, facsimile or U.S. Mail
postage pre-paid to the Counsel of Record listed below.

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John Knox Walkup

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Consumer Advocate Division

**BEFORE THE TENNESSEE REGULATORY AUTHORITY
NASHVILLE, TENNESSEE**

IN RE:

APPLICATION OF MEMPHIS NETWORKX, LLC
FOR A CERTIFICATE OF PUBLIC CONVENIENCE
AND NECESSITY TO PROVIDE INTRASTATE
TELECOMMUNICATION SERVICES AND JOINT
PETITION OF MEMPHIS LIGHT GAS & WATER
DIVISION, A DIVISION OF THE CITY OF
MEMPHIS, TENNESSEE ("MLGW") AND A&L
NETWORKS-TENNESSEE, LLC ("A&L") FOR
APPROVAL OF AGREEMENT BETWEEN MLGW
AND A&L REGARDING JOINT OWNERSHIP OF
MEMPHIS NETWORKX, LLC.

Docket No. 99-00909

**APPLICANT'S AND JOINT PETITIONERS' MOTION TO QUASH SUBPOENAS
DUCES TECUM OF ANDREW P. SEAMONS,
LARRY THOMPSON, ALEX LOWE, AND WARD HUDDLESTON
AND MOTION FOR ORDER THAT DISCOVERY DEPOSITIONS NOT BE HAD
AND OBJECTION TO TAKING OF DEPOSITIONS
DUE TO ERRORS AND IRREGULARITIES**

Applicant Memphis Networkx, LLC ("Applicant") and Joint Petitioners Memphis Light, Gas & Water ("MLGW") and Memphis Broadband, LLC (collectively "Joint Petitioners") hereby (1) move to quash the Supoenas Duces Tecum for depositions of Andrew P. Seamons, Larry Thompson, Alex Lowe, and Ward Huddleston under the Tennessee Rules of Civil Procedure ("TRCP") Rules 45.01, 45.02, 26.03, and 32.04 and the Tennessee Regulatory Authority ("TRA") Rules 1220-1-2-.11 and 1220-1-2-.13, (2) move for an Order that Discovery Depositions Not Be Had under TRCP Rules 26.02, 26.03, 30.02, and 32.04 and TRA Rules 1220-1-2-.11 and .13, and (3) object to the Taking of Deposition due to errors and irregularities under TRCP Rules 30.02 and 32.04 in the

above styled matter. In support of said Motions and Objection, Applicant and Joint Petitioners would further state:

1. This proceeding was initiated by the filing of an Application and Joint Petition on November 22, 1999. Over 150 data requests, six depositions, and thirteen days of hearings before the Tennessee Regulatory Authority have been conducted with regard to this matter. On November 17, 2000, the Applicant and Joint Petitioners notified the Tennessee Regulatory Authority that A&L had entered into an agreement to sell its membership in Memphis Networkx to Memphis Broadband, LLC. That acquisition took place on November 29, 2000, and on December 21, 2000, Memphis Networkx, Memphis Light Gas & Water, and Memphis Broadband filed an Amendment to the Application and Joint Petition.

2. A pre-hearing conference was held on January 29, 2001. At that hearing, the Pre-Hearing Officer allowed additional discovery, “but limited the scope of such discovery to the new issues raised by the Amended Application and in the pre-filed testimony submitted therewith.” February 9 Order at 6.

3. Written discovery requests were submitted on February 5, 2001, objections were filed on February 12, 2001, and responses to discovery requests and a Motion to Compel were filed on February 15, 2001, pursuant to the schedule ordered by the Pre-Hearing Officer.

4. Following those filings, the Pre-Hearing Officer directed that clarification of those filings be made and filed no later than February 21, 2001. Those filings were made.

5. The Pre-Hearing Officer determined that depositions would be permitted but must be completed prior to March 1, 2001, and that any party may file a timely motion with the Pre-Hearing Officer concerning the taking of depositions. Furthermore, the Pre-Hearing Officer stated at the conference that “if the depositions were perhaps excessive or overly broad in terms of the scope of the Amended Application, the objections or motions could be filed. (Transcript at 33)

6. On Friday, February 23, 2001, a facsimile was received from counsel for Time Warner Telecom of the Mid-South, L.P., Time Warner Communications of the Mid-South, and the Tennessee Cable Telecommunications Association with a facsimile time stamp of 16:44 (or 4:44) Friday afternoon, and a filing stamp of the Tennessee Regulatory Authority of 1:51 p.m. that day, attaching unexecuted copies of Subpoenas Duces Tecum of Ward Huddleston, Larry Thompson, Andrew Seamons, and Alex Lowe. Later that day at 17:41 (5:41 p.m.), copies were sent with the signature of the Pre-Hearing Officer. Copies of those Subpoenas Duces Tecum are attached as Exhibit A. At no time between the Pre-Hearing Conference of January 29, 2001, and the receipt of the facsimile after business hours on February 23, 2001, had there been any communication by counsel for Intervenor with regard to the scheduling of depositions or the convenience of counsel or the proposed deponents.

GROUND FOR THE MOTIONS AND OBJECTION

7. These subpoenas are in violation of the rules of the Tennessee Regulatory Authority. The rules of the Tennessee Regulatory Authority provide at Rule 1220-1-2-.13 that subpoenas and subpoenas duces tecum shall be issued at the request of any party.

However, this section concludes with a very clear and direct statement to parties and counsel: “This section may not be used to circumvent the provisions of Rule 1220-1-2-.11.”

8. Tennessee Regulatory Authority Rule 1220-1-2-.11 governs discovery in contested cases. That rule provides that a party responding to any form of discovery shall respond or object to each request (Rule 1220-1-2-.11(6)). Likewise, subsection (9) provides that motions to compel discovery may be filed. In this case such objections and a motion to compel have been filed. Indeed, the Pre-Hearing Officer has requested supplementation and clarification of the objections and motion to compel.

9. It is apparent from a cursory review of each Subpeona Duces Tecum that Intervenor is seeking to obtain documents that were requested in the written discovery data request of the Intervenor, to which objections were made by the Applicant and Joint Petitioners, and a Motion to Compel filed by the Intervenor. For instance, Mr. Huddleston is called upon to bring “all books, records, and documents evidencing operations of Memphis Networx since March 1, 2000.” Clearly, such a request is well beyond the scope of the limited discovery in this proceeding (and should be quashed for that reason alone), but significantly requests for Memphis Networx records within this category were made in the data request previously filed and objected to as being (among other objections) beyond the scope of limited discovery allowed by the Pre-Hearing Officer. (See Request #20 “Identify and provide any and all documents showing the organization expenses incurred by or on behalf of Memphis Networx through February 5, 2001.”) The requests addressed to Mr. Thompson, Mr. Seamons, and Mr. Lowe likewise correspond to requests made and objected to in the written discovery.

10. Those objections and the Motion to Compel are pending before the Pre-Hearing Officer. Directing these individuals to produce those documents and to be questioned about those matters is without question a use of subpoenas “to circumvent the provisions of Rule 1220-1-2-.11.” This the TRA has prohibited in clear terms and that requirement should be enforced in this proceeding.

11. The timely objections of the Applicant and Joint Petitioners to the written discovery would be rendered meaningless if these subpoenas were not quashed in full and discovery by deposition denied.

12. In addition, these subpoenas should be quashed as unreasonable and oppressive and in violation of Tennessee Rules of Civil Procedure. Reserving the issue as to whether service has been obtained upon the proposed deponents, the notice itself violates Rule 30.02(1) of the Tennessee Rules of Civil Procedure. That rule provides:

A party desiring to take the deposition of any person upon oral examination shall give notice in writing to every other party to the action. The notice shall be served on the other parties at least five days beforehand when the deposition is to be taken in the county in which suit is pending. When the deposition is to be taken out of the county, at least seven days’ notice shall be given.

13. If one assumes that notice was given (and Applicant and Joint Petitioners reserve their rights as to whether such is the case), on Friday, February 23, 2001, then under no formula for counting days would the notice meet the requirements of Rule 30.02(1). That is, inasmuch as these depositions are to be taken out of the county “in which suit is pending” – the suit is pending in Davidson County and the depositions are proposed to be taken in Shelby County – at least seven days’ notice is required. Notice on February 23, 2001, for depositions on February 28, 2001, is simply inadequate under the rule.

14. Even if one were to use the five day rule, the time computation prescribed by Tennessee Rules of Civil Procedure, Rule 6, which excludes intermediate Saturdays and Sundays (February 24 and 25, 2001) when the period of time prescribed or allowed is less than eleven days, would make this notice inadequate. The same is true for the Tennessee Regulatory Authority Rules, Rule 1220-1-1-.11 which provides that intermediate Saturdays and Sundays are to be excluded from the computation when the time prescribed or allowed is less than seven (7) days.

15. This rule has been recognized and applied in *Raines v. Shelby Williams Industries*, 814 S.W. 2d 346 351 (Tenn. 1991). Moreover, unlike the objecting party in that proceeding, by this filing the Applicant and Joint Petitioners hereby make written objection pursuant to Rule 32.04(1) as to irregularity in the notice for taking a deposition.

16. Because the Tennessee Regulatory Authority Rules, particularly Rule 1220-1-2-.11 regarding discovery explicitly make applicable the Tennessee Rules of Civil Procedure, these subpoenas should be quashed as being in violation of the Tennessee Rules of Civil Procedure Rule 30.02 with regard to notice of depositions and timely notice under TRCP Rule 32.04(1) having been made of the irregularity.

17. These subpoenas should also be quashed and an order entered that discovery not be had under TRCP 26.03(1) because “the party seeking discovery has had ample opportunity by discovery in the action to obtain the information sought.” Tennessee Rules of Civil Procedure 26.02 (1)(ii). Here the requesting party had from February 15, 2001, when the responses were filed, to February 23, 2001, to seek agreement of the Applicant and Joint Petitioners for a deposition date or to seek leave from the Pre-Hearing Officer to extend the time for depositions. The Intervenor did

neither. What they chose to do was to give inadequate notice and to attempt to “circumvent” the written discovery procedures in place under the Pre-Hearing Officer’s order for discovery. Indeed, discovery in this proceeding has now exceeded one year and yet Intervenors are asking, for instance, for all Memphis Networx records back to March 1, 2000. Surely, Intervenors have had ample opportunity.

18. Likewise, this “discovery should not be had” under TRCP Rule 26.03(1) because it “is unreasonably cumulative or duplicative” under TRCP Rule 26.02(1)(i). It is apparent from the Subpoenas Duces Tecum that the Intervenors are doing nothing more than requesting the same documents under subpoena that they are requesting in their data request. Thus, the discovery is unreasonably cumulative and duplicative.

19. The Pre-Hearing Officer recognized that the re-opening of discovery was for limited purposes and of a limited scope. Clearly, these subpoenas should be quashed and discovery not be had, especially when one considers that three of the proposed deponents have testified sometimes over several days in the TRA hearings already, as well as having been made available for depositions by these same parties earlier in the proceeding. Furthermore, three of the proposed deponents are scheduled to testify at the hearing on March 26.

20. Specifically as to the Subpoena Duces Tecum for Mr. Huddleston requesting all books, records and documents evidencing operations of Memphis Networx since March 1, 2000, this subpoena should be quashed and discovery not had because it is far beyond the scope of this proceeding, unduly burdensome, oppressive, unreasonable and duplicative of written discovery requests. It is nothing short of remarkable that a request is made for all documents involving a company’s operations for 364 days (one day

less than a full year of operations) to be presented at a deposition to be held less than three (3) business days after the subpoenas were issued. Manifestly, the Subpoena Duces Tecum and the appearance of Mr. Huddleston, who testified extensively in the July 2000 hearings of this matter, should be quashed and discovery not be had.

21. As to Larry Thompson, Mr. Thompson is requested to provide documents going back to January 1, 1999, a period of time beginning eleven months prior to the filing in November 1999 of the Joint Petition and almost two years prior to the Amended Application. Indeed, all of the requests made to Mr. Thompson concern matters fully addressed during his testimony over several days in September and October of 2000 during TRA hearings in this docket. They are also requested in the written discovery and proper objections have been made. The Subpoena Duces Tecum for those documents and the appearance of Mr. Thompson should be quashed and discovery not be had.

22. As to Mr. Seamons, each of the documents to be produced under the Subpoena Duces Tecum is addressed in one form or another in the written requests to which the Applicant and Joint Petitioners responded on February 15, 2000, and as appropriate filed objections. To use this redundant, duplicative method for requesting those same documents and seeking to “circumvent” the discovery process should not be permitted in this proceeding. Moreover, Mr. Seamons will be a witness at the TRA hearing and counsel for the Intervenors expressly conceded at the status conference that Memphis Broadband for whom Mr. Seamons will testify and its investors “are financially capable” (Status Conference January 29, 2001, at 14), a sentiment that counsel for the Consumer Advocate echoed (Status Conference at 16). The Subpoena Duces Tecum and

the appearance of Mr. Seamons should be quashed in this proceeding and discovery not be had.

23. As to the request for Mr. Lowe, the documents address matters about which he gave testimony over several days in July and September 2000 in the TRA hearings in this docket except as to matters relating to the transfer of his ownership interest in Memphis Networx. Inasmuch as Mr. Lowe is no longer involved in this proceeding and other parties still in the proceeding acquired his interest and consented to its transfer and because the document requests have been objected to in the written discovery portion of this proceeding, the Subpoena Duces Tecum and the appearance of Mr. Lowe should be quashed and discovery not be had.

24. The subpoenas and the Subpoena Duces Tecum of all four individuals should be quashed for defects in notice, service, and scope. Discovery should not be had under TRCP Rule 26.

25. Applicant and Joint Petitioners further request that the subpoenas be quashed for all the reasons set out in the objections to written discovery, including but not limited to serious concerns about the adherence of Intervenors to the requirements of the Protective Order, the limited scope permitted for discovery by the Pre-Hearing Officer, and the time periods involved.

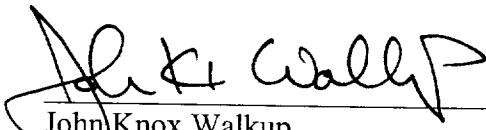
26. While Applicant and Joint Petitioners believe that the proper order in this matter is to quash all Subpoenas Duces Tecum to all individuals and order that discovery not be had, the Applicant and Joint Petitioners would further point out that counsel for Memphis Light Gas & Water and Memphis Networx, LLC will be out of town and

unavailable on the day of February 28, 2001. It would be manifestly unfair and unreasonable to permit these depositions on a date when that counsel is unavailable.

27. Applicants and Joint Petitioners request that this matter be heard as soon as possible inasmuch as the depositions are scheduled for the day after tomorrow (February 28) and counsel for MLGW/Memphis Networkx must depart tomorrow.

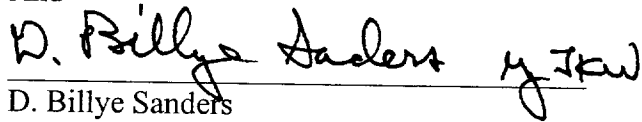
WHEREFORE, Applicant and Joint Petitioners ask that the Subpoena Duces Tecum of Ward Huddleston, Larry Thompson, Andrew Seamons, and Alex Lowe be quashed and that an order entered that discovery depositions not be had under Rule 26.

Respectfully submitted,



John Knox Walkup
WYATT, TARRANT & COMBS, LLP
Counsel for
Memphis Networkx, LLC and
Memphis Broadband, LLC

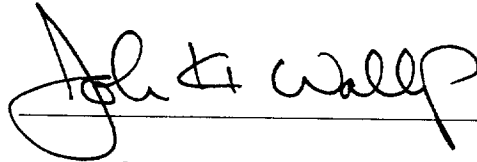
And



D. Billye Sanders
WALLER, LANSDEN, DORCH & DAVIS
Counsel for
Memphis Networkx, LLC and
Memphis Light Gas & Water

CERTIFICATE OF SERVICE

I, John Knox Walkup, hereby certify that on this 26th day of February, 2001,
a true and correct copy of the foregoing was delivered by hand delivery, facsimile or U.S. Mail
postage prepaid to the Counsel of Record listed below.

 , Esq.

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Association

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Company, Inc., and Tennessee Telephone
Company

Vance L. Broemel, Esq.
Consumer Advocate Division
Office of the Attorney General
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Cordell Hull Building
425 5th Avenue North
Nashville, Tennessee 37243-0500
Consumer Advocate Division

**BEFORE THE TENNESSEE REGULATORY AUTHORITY
NASHVILLE, TENNESSEE**

IN RE:

**APPLICATION OF MEMPHIS NETWORK, LLC
FOR A CERTIFICATE OF PUBLIC CONVENIENCE
AND NECESSITY TO PROVIDE INTRASTATE
TELECOMMUNICATION SERVICES AND JOINT
PETITION OF MEMPHIS LIGHT GAS & WATER
DIVISION, A DIVISION OF THE CITY OF
MEMPHIS, TENNESSEE ("MLGW") AND A&L
NETWORKS-TENNESSEE, LLC ("A&L") FOR
APPROVAL OF AGREEMENT BETWEEN MLGW
AND A&L REGARDING JOINT OWNERSHIP OF
MEMPHIS NETWORK, LLC.**

DOCKET NO. 99-00909

SUBPOENA DUCES TECUM OF WARD HUDDLESTON

This matter comes before the Tennessee Regulatory Authority (the "Authority") upon the request of Time Warner Telecom of the Mid-South, L.P., Time Warner Communications of the Mid-South, and the Tennessee Cable Telecommunications Association to require Ward Huddleston to appear and give his deposition and to produce documentation as set forth in the attached notice.

It is therefore ORDERED, that the Request of Time Warner Telecom of the Mid-South, L.P., Time Warner Communications of the Mid-South, and the Tennessee Cable Telecommunications Association is granted and that Ward Huddleston is hereby compelled and subpoenaed and shall give his deposition and produce documentation, as set forth in the attached notice, at the offices of Farris, Mathews, Branan, Bobango & Hellen, PLC, One Commerce Square, Suite 2000, Memphis, Tennessee 38103, at 3:00 p.m., February 28, 2001, to continue from day to day until completion.

J. Richard Collier
Richard Collier
Pre-hearing Officer

Issued this 23rd day of February, 2001.

Exhibit A

Documents to be Produced Pursuant to Subpoena Duces Tecum

1. All books, records and documents evidencing operations of Memphis Network since March 1, 2000.

The documents to be produced do not include any documents which have been produced previously.

**BEFORE THE TENNESSEE REGULATORY AUTHORITY
NASHVILLE, TENNESSEE**

IN RE:


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NETWORKS-TENNESSEE, LLC ("A&L") FOR
APPROVAL OF AGREEMENT BETWEEN MLGW
AND A&L REGARDING JOINT OWNERSHIP OF
MEMPHIS NETWORK, LLC.**

DOCKET NO. 99-00909

SUBPOENA DUCES TECUM OF LARRY THOMPSON

This matter comes before the Tennessee Regulatory Authority (the "Authority") upon the request of Time Warner Telecom of the Mid-South, L.P., Time Warner Communications of the Mid-South, and the Tennessee Cable Telecommunications Association to require Larry Thompson to appear and give his deposition and to produce documentation as set forth in the attached notice.

It is therefore ORDERED, that the Request of Time Warner Telecom of the Mid-South, L.P., Time Warner Communications of the Mid-South, and the Tennessee Cable Telecommunications Association is granted and that Larry Thompson is hereby compelled and subpoenaed and shall give his deposition and produce documentation, as set forth in the attached notice, at the offices of Farris, Mathews, Branan, Bobango & Hellen, PLC, One Commerce Square, Suite 2000, Memphis, Tennessee 38103, at 11:00 a.m., February 28, 2001, to continue from day to day until completion.


Richard Collier
Pre-hearing Officer

Issued this 23rd day of February, 2001.

Documents to be Produced Pursuant to Subpoena Duces Tecum

1. Cable/conduit purchased since January 1, 1999.
2. Documents which reflect the place where the cable/conduit has been installed, warehouse d and delivered.
3. Please produce any and all documents, studies or analyses which reflect any plan, assessment or discussion, whether formal or informal, of the telecommunication needs of the underserved in Memphis/Shelby County, Tennessee or closing the digital divide.

The documents to be produced do not include any documents which have been produced previously:

**BEFORE THE TENNESSEE REGULATORY AUTHORITY
NASHVILLE, TENNESSEE**

IN RE:

**APPLICATION OF MEMPHIS NETWORK, LLC
FOR A CERTIFICATE OF PUBLIC CONVENIENCE
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APPROVAL OF AGREEMENT BETWEEN MLGW
AND A&L REGARDING JOINT OWNERSHIP OF
MEMPHIS NETWORK, LLC.**

DOCKET NO. 99-00909

SUBPOENA DUCES TECUM OF ANDREW P. SEAMONS

This matter comes before the Tennessee Regulatory Authority (the "Authority") upon the request of Time Warner Telecom of the Mid-South, L.P., Time Warner Communications of the Mid-South, and the Tennessee Cable Telecommunications Association to require Andrew P. Seamons to appear and give his deposition and to produce documentation as set forth in the attached notice.

It is therefore ORDERED, that the Request of Time Warner Telecom of the Mid-South, L.P., Time Warner Communications of the Mid-South, and the Tennessee Cable Telecommunications Association is granted and that Andrew P. Seamons is hereby compelled and subpoenaed and shall give his deposition and produce documentation, as set forth in the attached notice, at the offices of Farris, Mathews, Branan, Bobango & Hellen, PLC, One Commerce Square, Suite 2000, Memphis, Tennessee 38103, at 1:00 pm., February 28, 2001, to continue from day to day until completion.


J. Richard Collier
Pre-hearing Officer

Issued this 23rd day of February, 2001.

Documents to be Produced Pursuant to Subpoena Duces Tecum

1. Documents where any consultants have been engaged for Memphis Broadband, Memphis Network.
2. Documents which relate, directly or indirectly, with analysis of Memphis Network opportunity and/or purchase of interest of Alex Lowe.
3. All documents which reflect organization and interest of Memphis Broadband in Network and all of the members' organizational documents and ownership interests in the respective members of Memphis Broadband.

The documents to be produced do not include any documents which have been produced previously.

**BEFORE THE TENNESSEE REGULATORY AUTHORITY
NASHVILLE, TENNESSEE**

IN RE:

**APPLICATION OF MEMPHIS NETWORK, LLC
FOR A CERTIFICATE OF PUBLIC CONVENIENCE
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AND A&L REGARDING JOINT OWNERSHIP OF
MEMPHIS NETWORK, LLC.**

DOCKET NO. 99-00909

SUBPOENA DUCES TECUM OF ALEX LOWE

This matter comes before the Tennessee Regulatory Authority (the "Authority") upon the request of Time Warner Telecom of the Mid-South, L.P., Time Warner Communications of the Mid-South, and the Tennessee Cable Telecommunications Association to require Alex Lowe to appear and give his deposition and to produce documentation as set forth in the attached notice.

It is therefore ORDERED, that the Request of Time Warner Telecom of the Mid-South, L.P., Time Warner Communications of the Mid-South, and the Tennessee Cable Telecommunications Association is granted and that Alex Lowe is hereby compelled and subpoenaed and shall give his deposition and produce documentation, as set forth in the attached notice, at the offices of Farris, Mathews, Branam, Bobango & Hellen, PLC, One Commerce Square, Suite 2000, Memphis, Tennessee 38103, at 9:00 a.m., February 28, 2001, to continue from day to day until completion.


Richard Collier
Pre-hearing Officer

Issued this 23rd day of February, 2001.

Documents to be Produced Pursuant to Subpoena Duces Tecum

1. Cable/conduit purchase since January 1, 1999.
2. Please list the place where the cable/conduit is located and/or warehoused and/or delivered.
3. Please produce any and all contracts with ADL, Memphis Light Gas & Water, Memphis Network or Memphis Broadband which have not been produced previously in this Docket.
4. Please produce any document related, directly or indirectly, to the sale or transfer of ownership interest in Memphis Network (including payments made to and/or received from third parties).

The documents to be produced do not include any documents which have been produced previously.

**BEFORE THE TENNESSEE REGULATORY AUTHORITY
NASHVILLE, TENNESSEE**

IN RE:

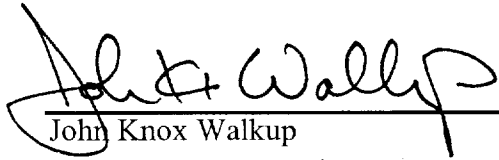
APPLICATION OF MEMPHIS NETWORKX, LLC
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AND NECESSITY TO PROVIDE INTRASTATE
TELECOMMUNICATION SERVICES AND JOINT
PETITION OF MEMPHIS LIGHT GAS & WATER
DIVISION, A DIVISION OF THE CITY OF
MEMPHIS, TENNESSEE ("MLGW") AND A&L
NETWORKS-TENNESSEE, LLC ("A&L") FOR
APPROVAL OF AGREEMENT BETWEEN MLGW
AND A&L REGARDING JOINT OWNERSHIP OF
MEMPHIS NETWORKX, LLC.

Docket No. 99-00909

**AFFIDAVIT IN SUPPORT OF MOTION TO QUASH SUBPOENAS DUCES
TECUM OF ANDREW P. SEAMONS,
LARRY THOMPSON, ALEX LOWE, AND WARD HUDDLESTON
AND MOTION FOR ORDER THAT DISCOVERY DEPOSITIONS NOT BE HAD
AND OBJECTION TO TAKING OF DEPOSITIONS DUE TO ERRORS AND
IRREGULARITIES**


1. John Knox Walkup, being duly sworn, states that he is a counsel for Applicant and Joint Petitioners and makes this affidavit in support of the Motion to Quash Subpoenas Duces Tecum for depositions of Ward Huddleston, Larry Thompson, Andrew Seamons, and Alex Lowe, Motion for Order that Discovery Depositions Not Be Had and Objection to Taking of Depositions due to Errors and Irregularities.
2. That said depositions should not be had for the reasons and facts set out in the accompanying motion.

3. That an order is needed immediately because the subpoenas set the day after tomorrow (Wednesday, February 28) for the depositions and such depositions are unreasonable, oppressive, cumulative and duplicative of written discovery requests, burdensome, untimely in terms of notice, and in conflict with the schedule of counsel and perhaps others whose presence would otherwise be necessary.


John Knox Walkup

SWORN TO AND SUBSCRIBED BEFORE ME, this 26th day of

February, 2001.


NOTARY PUBLIC
My Commission Expires: July 24, 2004